CORPORATE HISTORY OF ST. JAMES THE LESS

I. Original Articles: The Church of St. James the Less, located at Hunting Park Avenue and Clearfield Streets in the City of Philadelphia, was incorporated September 26, 1846 under the name "Rector, Church Wardens and Vestrymen of the Church of Saint James the Less" pursuant to a charter that recited, among other things, that:

> *WHEREAS*, the following-named persons, citizens of this Commonwealth, viz: Rev. H. J. Morton, D.D., William F. Griffitts, Cornelius S. Smith, Dr. Charles Treichel, George Blight, James C. Kempton, John R. Wilmer, George Helmuth, and Robert Ralston, have, together with other citizens, associated for the purpose of worshiping Almighty God, according to the faith and discipline of the PROTESTANT EPISCOPAL CHURCH OF THE UNITED STATES OF AMERICA;
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> ARTICLE II
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> This Church acknowledges itself to be a member of, and to belong to, the Protestant Episcopal Church in the State of Pennsylvania, and the Protestant Episcopal Church in the United States of America. As such, it accedes to, recognizes, and adopts the constitution, canons, doctrine, discipline, and worship of the Protestant Episcopal Church in the State of Pennsylvania, and the Protestant Episcopal Church in the United States; and acknowledges their authority accordingly.
>
> Any member of this Church or Corporation, who shall disclaim, or refuse conformity to, the said authority, shall cease to be a member of this Corporation, and shall cease to be a member of this Corporation, and shall not be elected or vote in the election of Vestrymen, or exercise any office or function in, concerning, or connected with the said Church or Corporation.
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> ARTICLE IV
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> The said Corporation shall not, by deed, fine, or recovery, or by any other means, without the asset of the Convention of the Protestant Episcopal Church of the State of Pennsylvania, or of the Standing Committee of the Diocese, previously had and obtained, grant, sell, alien, or otherwise dispose of any lands, messuages, tenements, or hereditaments in them vested, nor charge nor encumber the same to any person or persons whomsoever.

II. 1919 Amendment: The charter was amended by Decree of Court dated July 7, 1919 to change the name to "Church of St. James the Less" and to make other amendments, so that the new charter recited, among other things, that:

ARTICLE II

The Purpose for Which the Corporation is formed is the Support of the Public Worship of Almighty God According to the faith and discipline of the Protestant Episcopal Church in the United States of America and of the Protestant Episcopal Church in the Diocese of Pennsylvania.

ARTICLE III

This Church acknowledges itself to be a Member of and to belong to the Protestant Episcopal Church in the Diocese of Pennsylvania and the Protestant Episcopal Church in the United Stares of America, as such it accedes to, recognizes and adopts the Constitution, Canons, doctrine, discipline and Worship of the Protestant Episcopal Church in the Diocese of Pennsylvania and of the Protestant Episcopal Church in the United States of America and acknowledges their authority accordingly.

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ARTICLE VI

Members

... No Person who shall disclaim or refuse conformity with and Obedience to the Constitution, Canons, doctrines, discipline or Worship of the Protestant Episcopal Church in the United States of America or the Protestant Episcopal Church in the Diocese of Pennsylvania shall be a Member of this Church or Corporation nor shall any such persons be Eligible for Membership therein nor shall any such person Vote for or be elected Vestrymen or exercise any functions in Concerning or Connection with this Church or Corporation.

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ARTICLE IX

Property

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In case of the dissolution of the Corporation, all its property shall vest in trustees, in trust, to hold and convey the same to and for some existing or future congregation of members of the Protestant Episcopal Church in the Diocese of Pennsylvania, and to and for no other purpose; and the said trustees shall consist of such persons as may be appointed by the proper court on the application of a member of the Corporation at the time of its dissolution or of the Bishop or Standing Committee of the Diocese or any other interested party.

ARTICLE X

AMENDMENTS

This Charter may be amended in the following manner, that is to say:

Any proposed amendment shall be submitted to a stated or special meeting of the Vestry, and if the same be approved by a majority of the whole number thereof, the same shall be submitted to a meeting of the lay members of the Corporation, and if approved by a majority of the members present and voting at such meeting, the same shall be submitted to the Bishop and Standing Committee of the Diocese, and shall be reported to the next Convention of the Diocese, and if it be approved by the Convention, shall be and form part of the Charter upon the subsequent confirmation thereof by the Court which granted the original Charter or other competent authority and its recording as provided by law.

III. 1967 Amendment: The charter was further amended by Decree of Court dated April 12, 1967, and as so amended recited, among other things, that:

ARTICLE II

Purpose

Section 1. The purpose for which the corporation is formed is the support of the public worship of Almighty God according to the faith and discipline of the Protestant Episcopal Church in the United States of America and of the Diocese of Pennsylvania of the Protestant Episcopal Church.

Section 2. The corporation has the further collateral purpose of conducting a public burial ground not for profit, other than is necessary for the proper maintenance of the burial ground.

Section 3. The corporation does not contemplate pecuniary gain or profit incidental or otherwise to its members.

ARTICLE III

Ecclesiastical Connection

Section 1. This Church acknowledges itself to be a member of and to belong to the Protestant Episcopal Church in the United States of America, and to the Diocese of Pennsylvania of the Protestant Episcopal Church. As such, it accedes to, recognizes and adopts the constitution, canons, doctrines, discipline and worship of the Protestant

Episcopal Church in the United States of America and the constitution and canons of the Diocese of Pennsylvania of the Protestant Episcopal Church.

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ARTICLE VI

MEMBERS

* * *

Section 2. No person who shall disclaim or refuse conformity with and obedience to the constitution, canons, doctrines, discipline or worship of the Protestant Episcopal Church in the United States of America of the Diocese of Pennsylvania of the Protestant Episcopal Church shall be a member of this corporation nor a vestryman nor officer thereof.

ARTICLE IX

Property

Section 3. In case of the dissolution of the corporation, all its property shall vest in The Church Foundation IN TRUST to hold the same, and by and with the consent and approval of the Bishop of the Diocese of Pennsylvania of the Protestant Episcopal Church and of the Standing Committee of said Diocese elected and existing at such time according to the Constitution and Canons of said Church, to convey the said property or to continue to hold the same in trust for some existing or future congregation of members of the said Church in the said Diocese, or, by and with like consent and approval, to sell said property at public or private sale, and grant and convey the same to the purchaser without liability on the part of the purchaser to see to the application of the purchase money, and to hold or dispose of the proceeds thereof or the income derived from the investment of such proceeds for such uses and purposes as may be determined by said Church Foundation acting by and with the consent and approval of the said Bishop and Standing Committee. And if at the same time action is to be taken, there should be a vacancy in the office of Bishop in said Diocese, then the consent and approval of the said Standing Committee alone shall be sufficient to authorize such action.

ARTICLE X

Amendments

These Articles may be amended in the following manner:

Any proposed amendment shall be submitted to a stated or special meeting of the vestry, and if the same by approved by a majority of the whole number thereof, the same shall be submitted to a meeting of the lay members of the corporation, duly convened after not less than ten days written notice to all the members of this purpose, and if approved by a majority of the members entitled to vote, the same shall be submitted to the Bishop and Standing Committee of the Diocese and shall be reported to the next

Convention of the Diocese, and if it be approved by the Convention shall be and form part of the Articles upon the subsequent approval thereof by the Court which granted the original Charter or other competent authority and recording of the same as provided by law.

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The above history confirms the "Episcopal Connection" of St. James the Less, the automatic disqualification from membership (and therefore the inability to vote as a member) of any person who intends to "disaffiliate" from the Episcopal Church, and the invalidity of any change to the articles of incorporation not approved by the Convention of the Diocese.